
RECORD OF PROCEEDINGS

Minutes of the Special Meeting of the Board of Directors of the Granby Ranch Metropolitan District May 16, 2016

The Special Meeting of the Board of Directors of the Granby Ranch Metropolitan District, Town of Granby, Grand County, Colorado, was held at the Ranch Hall at Granby Ranch, 998 Village Road, Town of Granby, Grand County, Colorado, in accordance with State law.

Attendance

The following Directors were present and acting:

- Lance Badger
- Julie Krueger
- Jay Gleason (via phone)

Also in attendance were:

- Clint Waldron, Esq. White Bear Ankele Tanaka & Waldron
- Eric Weaver, Marchetti & Weaver LLC (via phone)
- Mary Packer, Granby Realty Holdings
- Dale Floren, Property owner, newly elected Director
- Terry Walker, Property owner, newly elected Director
- Natasha Wall, Property owner, newly elected Director
- Natascha O'Flaherty, Property owner
- Marise Cipriani, Granby Realty Holdings
- Phil Wood

Call to Order

The Special Meeting of the Board of Directors of the Granby Ranch Metropolitan District was called to order by Director Badger at 10:00 a.m. noting a quorum was present.

Disclosure of Potential Conflicts of Interest

The Directors reviewed the agenda for the meeting, following which each Director confirmed the contents of any written disclosure previously made, stating the fact and summary nature of any matters as required under Colorado law to permit official action to be taken at the meeting. Each director also confirmed that nothing appeared on the agenda for which disclosure certificates had not been filed. The Board noted, for the record, that these disclosures are restated at this time with the intent of fully complying with laws pertaining to potential conflicts. Additionally, the Board determined that participation by the directors with potential conflicts of interest was necessary to obtain a quorum or otherwise enable lawful action to occur.

Resignation of Director

It was reported Mr. Harris had resigned from the Board prior to today's meeting.

RECORD OF PROCEEDINGS

Granby Ranch Metropolitan District May 16, 2016 Meeting Minutes

Election of Officers Director Badger was nominated as acting president. Upon motion duly made and seconded, it was unanimously

RESOLVED to appoint Director Badger as acting President.

Minutes The Board reviewed the April 8, 2016 minutes. Upon motion duly made and seconded, it was unanimously

RESOLVED to approve the April 8, 2016 Special Meeting Minutes as presented.

Oaths of Office The newly elected Directors, Natasha Wall, Terry Walker, and Dale Floren, oaths of office were administered by Director Badger.

Election of Officers Upon motion duly made and seconded, it was unanimously

RESOLVED to elect the following officers

President –Natasha Wall
Vice President – Dale Floren
Secretary/Treasurer – Terry Walker
Assistant Secretary – Lance Badger

Disclosure of Potential Conflicts of Interest

It was reported the new Directors had filed their own conflicts prior to today's meeting.

**Operations and Roadway Maintenance
Bond Refunding and
Fees and Mill Levies**

Mr. Weaver presented the estimated roadway overlay costs worksheet which had been provided in the packet. It shows estimated costs of \$1.5 million. If the costs are averaged over a 10 year lifespan it comes to approximately \$150,000 per year. It would take an additional 12 mills over the current mill levy to generate that revenue. Under current agreements the District is expected to jointly fund the operations and maintenance of the roadways. It is anticipated the other financing districts would request service plan amendments to levy additional mills similar to what the District is considering.

RECORD OF PROCEEDINGS

Granby Ranch Metropolitan District May 16, 2016 Meeting Minutes

The Board would like to better understand what roads are in which District boundaries and suggested a map would be helpful. A reserve study may be requested to help support the estimates. They discussed various concerns such as the break out of operations costs by district; whether to simplify the Intergovernmental Agreement (IGA); whether the Developer may subordinate their debt to operations costs; and costs and funding for road failures.

A motion was made and seconded to table further discussion of additional mill levy. The motion was withdrawn due to concerns with the timeline.

It will take approximately 90 days to complete a service plan amendment and/or to complete matters related to a bond refunding. The Board requested Dee Wisor be asked to call into the next meeting.

The Board discussed a concern related to independent counsel. Although White Bear Ankele Tanaka & Waldron PC (WBA) does not represent the developer and the District has engaged special counsel to advise the Board on the potential refinancing, WBA does represent HWMD. It was noted WBA may not be able to represent the District and HWMD if the representation of one client will be directly adverse to another client or there is a significant risk that the representation of one or more clients will be materially limited by WBA's responsibilities to another client.

A motion to hold moving forward with a bond refunding or with scheduling of a meeting with the town related to a service plan amendment was made and seconded, it was unanimously

RESOLVED to table the matters as noted.

Other Business

The Board requested a separation of legal and accounting/administrative costs by District. Mr. Weaver and Mr. Waldron provided estimates of the break out of costs in the packet. They will track costs moving forward by District.

Executive Session

Mr. Waldron provided an overview of executive session procedure. No executive session was necessary.

Legal

Mr. Waldron reviewed open meeting laws for the benefit of the new Directors. Mr. Waldron then provided a summary of the Landmark/Marin appeals court decision that was recently in the news.

RECORD OF PROCEEDINGS

Granby Ranch Metropolitan District May 16, 2016 Meeting Minutes

**Financial
Statements**

Mr. Weaver reviewed the March 2016 preliminary financial statements. Upon motion duly made and seconded, it was unanimously

RESOLVED to accept the preliminary March 2016 financial statements.

Future Meetings

The Board scheduled a special meeting for Friday June 3, 2016 at 3:00 p.m. in the same location. The Board requested the remaining regular meetings be re-scheduled to Friday, July 15, 2016 and October 14, 2016 at 3:00 p.m. Upon motion duly made and seconded, it was unanimously

RESOLVED to re-schedule the regular meeting dates as noted.

Public Comment

Ms. O'Flaherty questioned insurance coverage for damage done by the snowplows. Director Badger will look into the matter.

Adjournment

Upon motion duly made and seconded it was unanimously

RESOLVED to adjourn the Special Meeting of the Granby Ranch Metropolitan District held on May 16, 2016.

Respectfully submitted,
/s/ Eric Weaver
Secretary for the Meeting